

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
FRANCHISE GROUP, INC.,¹) Chapter 11
Reorganized Debtor.) Case No. 24-12480 (LSS)
) Re: Docket Nos. 1659, 1673, 1708, 1725, 1727, 1728,
) 1740, 1742, 1750 and 1751
)

**CERTIFICATION OF COUNSEL
REGARDING PROPOSED OMNIBUS
ORDER APPROVING FINAL FEE APPLICATIONS OF
THE DEBTORS' PROFESSIONALS FOR THE FINAL FEE PERIOD
FROM NOVEMBER 3, 2024 THROUGH JUNE 2, 2025 FOR ALL DEBTORS
AND FROM JUNE 3, 2025 THROUGH JULY 1, 2025 FOR THE TOPCO DEBTOR**

On or before July 21, 2025, the professionals (collectively, the “Professionals”) retained in these chapter 11 cases by the above-captioned reorganized debtor (the “Reorganized Debtor,” and together with its affiliated reorganized debtors before the effective date of the chapter 11 plan,² the “Debtors”), filed their respective applications for final allowance of compensation and reimbursement of expenses [Docket Nos. 1659, 1673, 1708, 1725, 1727, 1728, 1740, 1742, 1750, and 1751] (collectively, the “Final Fee Applications”). The Final Fee Applications were filed by the following Professionals:

- Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “K&E”), co-counsel to the Debtors;

¹ The last four digits of Franchise Group, Inc.’s federal tax identification number are 1876. The mailing address for Franchise Group, Inc. is 2371 Liberty Way, Virginia Beach, Virginia 23456. The term “Reorganized Debtors” includes Franchise Group, Inc. and certain reorganized debtor affiliates, a complete list of which, including the last four digits of their federal tax identification numbers and addresses, may be obtained on the website of the Reorganized Debtors’ claims and noticing agent, at <https://cases.ra.kroll.com/FRG/>. All of the motions, contested matters, and adversary proceedings that remained open as of the closing of any of the Reorganized Debtors’ cases, or that are opened after the date thereof, are administered in the remaining chapter 11 case of Franchise Group, Inc., Case No. 24-12480 (LSS).

² On June 6, 2025, all of the Debtors with the exception of Freedom VCM Holdings, LLC (“TopCo”) emerged from the chapter 11 cases as Reorganized Debtors [Docket No. 1605]. TopCo emerged from the chapter 11 cases as a Reorganized Debtor on July 3, 2025 [Docket No. 1689].

- Young Conaway Stargatt & Taylor, LLP, co-counsel to the Debtors;
- Ernst & Young LLP, tax, valuation, and accounting services provider to the Debtors;
- Petrillo Klein + Boxer LLP, special counsel to the Debtors;
- Kroll Restructuring Administration LLC, administrative advisor to the Debtors;
- Deloitte & Touche LLP, independent auditor to the Debtors;
- Hilco Real Estate, LLC, real estate consultant and advisor to the Debtors;
- Ducera Partners LLC, investment banker to the Debtors;
- Hilco Diligence Services, LLC, field examiner to the Debtors; and
- Direct Fee Review LLC, fee examiner.

Objections to the Final Fee Applications, if any, were due on or before August 11, 2025, at 4:00 p.m. (prevailing Eastern Standard Time) (the “Objection Deadline”), as may have been extended for certain parties. Prior to the Objection Deadline, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) provided informal comments with respect to the Final Fee Application of K&E, and such comments were subsequently resolved on a consensual basis.

The Court-appointed fee examiner, Direct Fee Review LLC (the “Fee Examiner”), filed the following reports (the “Fee Examiner’s Reports”) that addressed each Professionals’ respective Final Fee Application, as applicable, and outlined the resolutions and compromises reached with the respective Professionals with respect thereto:

- *Fee Examiner’s Final Report Regarding First Through Fourth Combined Monthly and Final Fee Application Requests of Kirkland & Ellis LLP and Kirkland & Ellis International LLP* [Docket No. 1826];
- *Fee Examiner’s Final Report Regarding Third Through Seventh Combined Monthly and Final Fee Applications of Young Conaway Stargatt & Taylor, LLP* [Docket No. 1796];

- *Fee Examiner’s Final Report Regarding Third Through Sixth Monthly and Final Fee Application Requests of Ernst & Young LLP* [Docket No. 1809];
- *Fee Examiner’s Final Report Regarding Third and Fourth Combined Monthly and Final Fee Application Requests of Petrillo Klein + Boxer LLP* [Docket No. 1784];
- *Fee Examiner’s Final Report Regarding Second Through Sixth Monthly and Final Fee Applications of Kroll Restructuring Administration LLC* [Docket No. 1761];
- *Fee Examiner’s Final Report Regarding Second Through Sixth Monthly and Final Fee Application Requests of Deloitte & Touche LLP* [Docket No. 1760];
- *Fee Examiner’s Final Report Regarding First and Final Fee Application Request of Hilco Real Estate, LLC* [Docket No. 1726];
- *Fee Examiner’s Final Report Regarding First Combined and Second Monthly and Final Fee Application Requests of Ducera Partners LLC* [Docket No. 1793]; and
- *Fee Examiner’s Final Report Regarding First and Final Fee Application Request of Hilco Diligence Services, LLC* [Docket No. 1748].

No other formal or informal responses to the Final Fee Applications were received prior to the applicable Objection Deadline, other than as described herein, and a review of the docket in these chapter 11 cases reveals no answer, objection, or other responsive pleading thereto. Accordingly, the Reorganized Debtor’s undersigned counsel hereby submits the proposed form of order attached hereto as **Exhibit 1** (the “Proposed Order”), approving the Final Fee Applications on a final basis on the terms set forth therein.

WHEREFORE, no responses or objections were received to the Final Fee Applications, other than the informal comments from the U.S. Trustee and the Fee Examiner’s Reports, and the U.S. Trustee and the Fee Examiner having reviewed the Proposed Order have each advised the Reorganized Debtor’s undersigned counsel that they do not object to entry of the Proposed Order. The Reorganized Debtor therefore respectfully requests that the Court enter the Proposed Order at its earliest convenience without further notice or a hearing.

Dated: September 3, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

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